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PROPOSED ATTORNEYS FOR DEBTOR

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

NB HOTELS DALLAS LLC,

Debtor.

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**CASE NO. 22-30681-hdh
Chapter 11**

STIPULATION EXTENDING USE OF CASH COLLATERAL

PLEASE TAKE NOTICE that pursuant to the Agreed Order Approving Stipulation Authorizing Debtor's Use of Cash Collateral and Granting, *Inter Alia*, Replacement Liens to Secured Noteholder [Docket No. 26] entered on April 29, 2022, in the above-styled proceeding, NB Hotels Dallas LLC ("Debtor") and Wells Fargo Bank, National Association as Trustee for Morgan Stanley Capital Trust 2019-22 for the benefit of the Commercial Mortgage Pass-Through Certificate holder ("Secured Noteholder"), and the U.S. Small Business Administration ("SBA") have agreed to the continued use of Cash Collateral for an additional thirty (30) days in accordance with the terms of the prior Agreed Order and the budget attached hereto as Exhibit "A." This Stipulation is for the period of May 15, 2022 through June 15, 2022. The following further terms shall be a part of the parties' agreement:

1. Notwithstanding the terms of the current Stipulation, the Debtor shall continue to pay all license fees, royalties, and reimbursable expenses (the "**Licensors Fees and Expenses**") due to Starwood (M) International, Inc. ("**Licensors**") arising under that certain *Change of Ownership License Agreement* between Licensors and the Debtor dated August 23, 2010, as

amended, and/or any related documents associated therewith (collectively, the “**License Agreement**”). Without limiting the foregoing, notwithstanding anything set forth elsewhere in this Stipulation, the Budget (and the variances set forth therein) shall not operate as a cap, limit, or restriction on the payment of fees, royalties, and expenses owed and to be paid to Licensor, which fees, royalties, and expenses shall be fully and timely paid in accordance with the terms of the License Agreement. Notwithstanding anything to the contrary contained herein, the Cash Collateral Stipulation and this Stipulation do not authorize the payment of any pre-petition amounts owed by Debtor to Licensor.

2. The Secured Noteholder shall be permitted to apply \$3,000,000 of the funds it is currently holding in the Debtor's pre-petition cash management account to the outstanding amounts due under the Loan (as defined in the Cash Collateral Stipulation) in a manner provided under the Loan Documents, such allocation being subject to further order of the Bankruptcy Court.

3. The Debtor may seek approval of capital expenditures from the Secured Noteholder or the Bankruptcy Court.

Dated: May 23, 2022.

AGREED AS TO FORM AND SUBSTANCE:

/s/ Joyce W. Lindauer
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Attorneys for Wells Fargo Bank, National Association
as Trustee for Morgan Stanley Capital I Trust
2019-L2 for the benefit of the Commercial
Mortgage Pass-Through Certificate Holders

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on May 23, 2022, a true and correct copy of the foregoing document was served via email pursuant to the Court's ECF system upon the parties receiving electronic notice in this case listed below.

Sherrel K. Knighton on behalf of Creditor Dallas County

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United States Trustee

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Bruce John Zabarauskas on behalf of Creditor Wells Fargo Bank, National Association as Trustee for Morgan Stanley Capital I Trust 2019-L2 for the benefit of the Commercial Mortgage Pass-Through Certificate Holders

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/s/ Joyce W. Lindauer

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